

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|   |   |                               |
|---|---|-------------------------------|
| In re:  | ) |                               |
|   | ) | <b>Chapter 11</b>             |
| <b>RTI HOLDING COMPANY, LLC, et al.,<sup>1</sup>,</b> | ) |                               |
|   | ) | <b>Case No. 20-12456</b>      |
|   | ) | <b>(Jointly Administered)</b> |
| <b>Debtors.</b>                                       | ) |                               |
|   | ) | <b>Re: Docket No. 439</b>     |

**FIRST SUPPLEMENTAL DECLARATION OF SAMUEL STAR  
IN SUPPORT OF THE APPLICATION AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF FTI CONSULTING, INC. AS FINANCIAL ADVISOR TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
NUNC PRO TUNC TO OCTOBER 27, 2020**

Pursuant to 28 USC Section 1746, Samuel Star declares as follows :

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), an international consulting firm. I submit this declaration (the “First Supplemental Declaration”) to supplement my prior declaration that was submitted in

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors’ mailing address is 333 East Broadway Ave., Maryville, TN 37804.

connection with FTI's retention in these Chapter 11 cases. Unless otherwise noted, I have personal knowledge of the facts set forth herein.<sup>2</sup>

2. On October 7, 2020, the Debtors commenced these cases by filing voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code.

3. On November 16, 2020, the Committee filed an application to retain FTI as its Financial Advisor (the "Application"). In support of the Application, FTI filed a declaration (the "Original Declaration") executed by the undersigned on behalf of FTI in accordance with the applicable sections of the Bankruptcy Code.

4. We provided the Committee a draft of our Original Declaration prior to filing, which delineated our connections with parties in interest, including Committee members. Regarding the current and former work for Performance Food Group and Strategic Equipment and Supply, descriptions of the types of services are set forth below. All such services are unrelated to the Debtors' bankruptcy proceedings.

- a. FTI's Corporate Finance business unit is acting as financial advisor to the official unsecured creditors' committees for SD-Charlotte and for Senior Care Centers, LLC. Performance Food Group is a member of these committees.
- b. FTI's Corporate Finance business unit is acting as financial advisor to the official unsecured creditors' committee of The Krystal Company in which Strategic Equipment and Supply is a member.

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<sup>2</sup> Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

- c. FTI's wholly owned subsidiary, FTI Technology, is currently performing forensic analysis related to an internal investigation on behalf of Performance Food Group.
- d. FTI's wholly owned subsidiary, Compass Lexecon, performed economic analysis of a transaction and expert witness services in a litigation for Performance Food Group. Both engagements ended within the last two years.

5. In order to help maintain the confidentiality of the client information in connection with FTI's engagement on behalf of the Committee, access to electronic files pertaining to this assignment housed on shared folders is limited to members of the FTI engagement team serving the Committee.

6. As such, to the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 3rd day of December, 2020

/s/ Samuel Star

Samuel Star